

**UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK**

IN RE SMITH BARNEY
FUND TRANSFER AGENT LITIGATION

05 Civ. 7583 (WHP)

**DECLARATION OF MARK LEVINE IN OPPOSITION
TO DEFENDANTS' MOTIONS TO DISMISS**

MARK LEVINE declares under penalty of perjury of the laws of the United States as follows:

1. I am a senior attorney with Stull, Stull & Brody, co-lead counsel for the Plaintiffs in this action and counsel to Lead Plaintiff Zagunis and Plaintiffs Hall, Miller, Shah and Rees.
2. This declaration is submitted in opposition to Defendants' Motions to Dismiss the Fourth Consolidated and Amended Complaint.
3. I am a member in good standing of the bar of this Court.
4. Attached hereto as Exhibit 1 is a true and correct copy of a letter from Jessica B. Pulliam to the Court dated March 13, 2012.
5. Attached hereto as Exhibit 2 is a true and correct copy of a stipulation entered into between the parties on February 4, 2011.
6. Attached hereto as Exhibit 3 is true and correct copy of the transcript of a January 13, 2012 status conference before this Court.
7. Attached hereto as Exhibit 4 is true and correct copy of the transcript of a February 15, 2012 status conference before this Court.

Executed this 30th day of April, 2012.

/ s/ Mark Levine
MARK LEVINE